

MEMO ENDORSED

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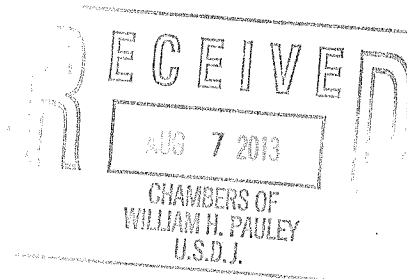
August 7, 2013

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Via Telecopier-212-805-6390

Hon. William H. Pauley III
United States District Judge
Daniel Patrick Moynihan United States Courthouse
500 Pearl Street
New York, NY 10007

Re: In re: Smith Barney Fund Transfer Agent Litigation
05 Civ. 7583 (WHP)



Dear Judge Pauley:

As Your Honor is aware, the parties appeared before the Court for a pre-motion conference on July 31, 2013 pertaining to Plaintiffs' request to file a motion seeking preliminary approval of the settlement of the referenced certified class action ("Preliminary Approval Motion"). During the hearing, after consulting with counsel, the Court set August 9, 2013 as the deadline for Plaintiffs' opening Preliminary Approval Motion and supporting papers, August 23, 2013 as the deadline for any opposition to the Preliminary Approval Motion ("Opposition"), and August 30, 2013 for submission of Plaintiffs' reply, if any ("Reply"). The Court will also hold a hearing in connection with the Preliminary Approval Motion on September 4, 2013 at 3:30 p.m. ("Preliminary Approval Hearing"). An order reflecting the foregoing was entered on August 2, 2013 (Docket No. 282). Plaintiffs now seek a slight modification to the schedule set forth above to permit Plaintiffs to address issues raised by the Court at the July 31 hearing.

During the July 31 hearing, the Court made a series of inquiries about, and expressed concern regarding, the notice program, plan of allocation and plan of distribution Plaintiffs have developed in connection with the settlement. After evaluating the Court's comments, Plaintiffs believe that seeking declarations from the entities most likely to have knowledge of the availability of complete class period shareholder account and transactional records for all seventeen (17) of the Smith Barney involved the Settlement (the "Funds") will help clarify the issues raised by the Court concerning access to and potential utility of those records. As discussed at the July 31 hearing, these entities are Legg Mason, Inc. (which assumed management of the Funds in 2006), along with BNY Mellon Investment Services (U.S.) Inc. (which was retained by Legg Mason to serve as transfer agent to the Funds until April 2009) and Boston Financial Data Services, (which succeeded BNY Mellon as transfer agent to the Funds and which currently serves in that capacity) (together the "Successor Entities").

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Plaintiffs have had communications with counsel for the Successor Entities since reaching an agreement in principle to settle the Action, contacted counsel again following the July 31 hearing and have been working diligently to obtain the referenced declarations. At this juncture, however, it seems unlikely that the Successor Entities will be able to provide the declarations in time for incorporation into Plaintiffs' opening Preliminary Approval Motion and supporting papers. As a result, although the Preliminary Approval Motion will otherwise be timely filed on August 9, 2013, Plaintiffs seek (i) an additional ten (10) days, i.e., to August 19, 2013, to supplement the opening Preliminary Approval papers and present the relevant declarations from the Successor Entities if such declarations are provided; and (ii) a three (3) day extension of the deadline for filing of any Opposition to August 26, 2013.

Plaintiffs do not believe that the requested relief requires modifying the schedule with respect to either the Reply or the date of the Preliminary Approval Hearing.

Defendant's counsel has no objection to the extension on the filing of declarations Plaintiffs seek and supports modifying the opposition date.

The parties are available if the Court has any questions.

Respectfully,

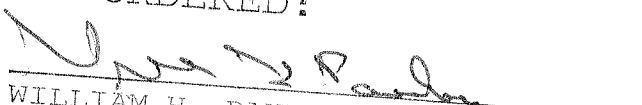


Mark Levine

cc: Richard Morvillo, Esq. (all via email)
Peter White, Esq.
Jeffrey Robertson, Esq.
Richard Acocelli, Esq.

Application granted.

SO ORDERED:


WILLIAM H. PAULEY III U.S.D.J.

8/8/13